

**IN THE UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF MASSACHUSETTS**

LAWRENCE W. BUNCH, et al.,

Plaintiffs,

y.

W.R. GRACE & CO., et al.,

Defendants.

Consolidated as:

Case No. 05-11602-WGY

**FIDELITY MANAGEMENT TRUST COMPANY'S MOTION TO DISMISS AND
RULE 7.1 CERTIFICATE**

For reasons stated in the accompanying memorandum of law, Fidelity Management Trust Company (“FMTC”) hereby respectfully moves this Court for an Order pursuant to Fed. R. Civ. P. 12(b)(6) dismissing the Complaint filed by Lawrence W. Bunch, Jerry L. Howard, Sr., and David Mueller on behalf of themselves and all others similarly situated (previously Case No. 05-11602-MLW) against FMTC and granting such other and further relief as the Court deems just and necessary.

REQUEST FOR ORAL ARGUMENT

Pursuant to LR 7.1(D), FMTC requests an oral argument on this motion.

Dated: January 24, 2006

Respectfully submitted,

/s/ John A.D. Gilmore

John A.D. Gilmore (BBO #193060)

DLA PIPER RUDNICK GRAY CARY US LLP

One International Place, 21st Floor

Boston, Massachusetts 02110-2600

Telephone: (617) 406-6022

Facsimile: (617) 406-6122

and

Robert N. Eccles (*pro hac vice* application pending)
Gary S. Tell (*pro hac vice* application pending)
O'MELVENY & MYERS LLP
1625 Eye Street, NW
Washington, DC 20006
Telephone: (202) 383-5300
Facsimile: (202) 383-5414

Attorneys for Defendant Fidelity Management Trust Co.

LOCAL RULE 7.1 CERTIFICATE

I, Arthur W.S. Duff, counsel for the defendant Fidelity Management Trust Company, hereby certify that I conferred with counsel for the plaintiffs and have attempted in good faith to resolve or narrow the issues raised by the within motion.

/s/ Arthur W.S. Duff
Arthur W.S. Duff

CERTIFICATE OF SERVICE

I hereby certify that a true copy of the above document was served upon the attorney of record for each other party via First-Class mail on January 24, 2006.

/s/ John A.D. Gilmore
John A.D. Gilmore